

WEIL GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Gary Holtzer
Matthew P. Goren

Attorneys for the Debtor

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
ALL YEAR HOLDINGS LIMITED,	:	Case No. 21-12051 (MG)
	:	
Debtor.¹	:	
	:	
Fed. Tax Id. No. 98-1220822	:	
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**NOTICE OF PRESENTMENT OF ORDER APPROVING EXTENSION OF VOTING
AND OBJECTION DEADLINES FOR THIRD AMENDED CHAPTER 11 PLAN OF
REORGANIZATION OF ALL YEAR HOLDINGS LIMITED**

PLEASE TAKE NOTICE that, by order dated July 22, 2022 [ECF No. 160] (the “**Solicitation Procedures Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved, among other things, the *Disclosure Statement for Chapter 11 Plan of Reorganization of All Year Holdings Limited*, dated May 31, 2022 [ECF No. 124] (as amended on July 15, 2022 [ECF No. 151] and July 20, 2022 [ECF No. 158] and as may be further modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Disclosure Statement**”) filed by All Year Holdings Limited, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case

¹ The Debtor’s principal offices are located at 199 Lee Avenue, Suite 693, Brooklyn, New York 11211.

(the “**Chapter 11 Case**”). The Debtor filed supplements to the Disclosure Statement on September 14, 2022 [ECF No. 215], November 4, 2022 [ECF No. 257], and December 9, 2022 [ECF No. 290] (the “**Third Disclosure Statement Supplement**”). Pursuant to the Solicitation Procedures Order, the Bankruptcy Court authorized the Debtor to solicit votes to accept or reject the *Chapter 11 Plan of Reorganization of All Year Holdings Limited*, dated May 31, 2022 [ECF No. 123] (as may be modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Plan**”). The Plan was, thereafter, amended on September 14, 2022 [ECF No. 214], November 4, 2022 [ECF No. 256], and December 9, 2022 [ECF No. 289].²

PLEASE TAKE FURTHER NOTICE that, after obtaining Bankruptcy Court approval of the Disclosure Statement, to comply with applicable Israeli securities laws, the Debtor filed an application on or about July 28, 2022 (“**Application to Convene the Noteholder Meeting**”) with the District Court of Tel Aviv – Yafo (“**Israeli Court**”) requesting authority to convene a meeting of the holders of the Debtor’s Israeli-issued notes (the “**Notes**” and the holders of the Notes, the “**Noteholders**”) to vote on the Plan and the Investment Agreement (the “**Noteholder Meeting**”). The Israeli Court approved the Debtor’s original Application to Convene the Noteholder Meeting on or about September 4, 2022.

PLEASE TAKE FURTHER NOTICE that, prior to commencing the solicitation of votes on the Plan, several disputes arose between and among the Debtor, the Sponsor and the Notes Trustee (collectively, the “**Settlement Parties**”) as to the parties’ respective rights and obligations under the Plan, the Investment Agreement, and certain other documents and agreements. The Settlement Parties originally agreed to a settlement to resolve these disputes

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Plan or the Disclosure Statement, each as amended, modified, or supplemented, as applicable. References herein to the Plan or the Disclosure Statement refer to such documents as amended, modified, and/or supplemented.

following several mediation sessions before U.S. Bankruptcy Court Judge Lisa Beckerman; however, several new disputes between the parties arose during the course of documenting the original settlement. Following numerous discussions, the Settlement Parties reached a revised settlement (the “**Revised Settlement**”) to settle and resolve all of their current disputes relating to the Plan, the Investment Agreement, the MLPSA, and the Settlement Parties’ respective disputes, claims and obligations thereunder. On December 19, 2022, the Bankruptcy Court entered an order, pursuant to Bankruptcy Rule 9019, approving certain portions of the Revised Settlement [ECF No. 301].

PLEASE TAKE FURTHER NOTICE that on December 9, 2022, the Debtor filed the Third Disclosure Statement Supplement, which set forth a revised schedule and related dates and deadlines for confirmation of the Plan to reflect the agreements approved by the Court in connection with the Revised Settlement. Among other things, the Third Disclosure Statement Supplement set January 6, 2023 at 5:00 p.m. (Eastern Time) as (i) the deadline for eligible holders of Class 4 Remaining Unsecured Claims to submit votes to accept or reject the Plan (the “**Plan Voting Deadline**”) and (ii) the deadline for creditors and other parties in interest to submit responses or objections (“**Objections**”) to confirmation of the Plan (the “**Plan Objection Deadline**”). In accordance with Paragraph 4 of the Solicitation Procedures Order, the Third Disclosure Statement Supplement was deemed approved pursuant to section 1125 of the Bankruptcy Code on December 17, 2022.

PLEASE TAKE FURTHER NOTICE that, following approval of the Revised Settlement, the Debtor obtained approval from the Israeli Court on or about December 25, 2022 to convene a rescheduled Noteholder Meeting to vote on the Plan and the Investment Agreement (the “**Rescheduled Noteholder Meeting**”). To allow sufficient time to solicit the votes of the Debtor’s

Noteholders in Israel, which requires at least 14 days under Israeli law, the Rescheduled Noteholder Meeting has been set for January 8, 2023.

PLEASE TAKE FURTHER NOTICE that, due to the scheduling of the Rescheduled Noteholder Meeting and to comply with applicable Israeli law, the Debtor wishes to extend each of the Plan Voting Deadline and the Plan Objection Deadline to **January 10, 2023 at 5:00 p.m. (Eastern Time)**. The deadlines for (i) filing replies and rebuttal evidence in response to any Objections (January 17, 2023 at 5:00 p.m. (Eastern Time)) and (ii) the conclusion of all briefing and evidence (January 24, 2023, at 5:00 p.m. (Eastern Time)) remain the same as set forth in the Third Disclosure Statement Supplement. The hearing on confirmation of the Plan remains scheduled for January 31, 2023 and February 1, 2023 at 9:00 a.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE that the Debtor will present the attached proposed order approving the proposed extensions of the Plan Voting Deadline and Plan Objection Deadline (the “**Proposed Order**”) to the Honorable Martin Glenn, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, on **January 4, 2023 at 12:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that that any responses or objections to the Proposed Order shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), shall be filed with the Bankruptcy Court by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and shall be served in accordance with General Order M-399, dated May 17, 2010, the Bankruptcy Rules, and the Local Bankruptcy Rules, so as to be filed and served upon (a) the attorneys for the Debtor, Weil,

Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. and Matthew P. Goren, Esq.); (b) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq. and Shara Cornell, Esq.); (c) counsel to Mishmeret Trust Company Ltd., as Notes Trustee, Chapman & Cutler LLP, 1270 Sixth Avenue, New York, New York 10020 (Attn: Michael Friedman, Esq., Stephen R. Tetro II, Esq., and Helena Honig, Esq.); and (d) counsel to the Sponsor, (i) Gissin & Co., Habarzel 38B, Tel Aviv 6971054, Israel (Attn: Yael HersHKovitz, Esq.), (ii) Locke Lord LLP, 200 Vesey Street, 20th Floor, New York, NY 10281 (Attn: Shalom Jacob, Esq.), and (iii) Herzog Fox & Neeman, Herzog Tower, 6 Yitzhak Sadeh St, Tel Aviv 6777506, Israel (Attn: Saar A. Pauker and David Zailer) by no later than **January 4, 2023 at 11:30 a.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the relief set forth in the Proposed Order, the Debtor may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the Proposed Order, which order may be entered without further notice or opportunity to be heard.

Dated: January 3, 2023
New York, New York

/s/ Matthew P. Goren
WEIL GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
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**UNITED STATES BANKRUPTCY COURT
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In re	:	Chapter 11
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ALL YEAR HOLDINGS LIMITED,	:	Case No. 21-12051 (MG)
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**ORDER APPROVING EXTENSION OF VOTING AND OBJECTION
DEADLINES FOR THIRD AMENDED CHAPTER 11 PLAN OF
REORGANIZATION OF ALL YEAR HOLDINGS LIMITED**

The Court having reviewed the *Notice of Presentment of Order Approving Extension of Voting and Objection Deadlines for Third Amended Chapter 11 Plan of Reorganization of All Year Holdings Limited* [ECF No. [●]] (the “**Notice of Presentment**”) and the accompanying Proposed Order (as defined in the Notice of Presentment),¹ filed by All Year Holdings Limited (the “**Debtor**”), as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Chapter 11 Case**”),

IT IS HEREBY ORDERED THAT:

1. The deadline for eligible holders of Class 4 Remaining Unsecured Claims to submit votes to accept or reject the Plan, which was previously set for January 6, 2023, at 5:00 p.m. (Eastern Time), is extended to **5:00 p.m. on January 10, 2023.**

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in (i) the *Chapter 11 Plan of Reorganization of All Year Holdings Limited*, dated May 31, 2022 [ECF No. 123] (as amended on September 14, 2022 [ECF No. 214], November 4, 2022 [ECF No. 256], and December 9, 2022 [ECF No. 289] and as may be further modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Plan**”) or (ii) the *Disclosure Statement for Chapter 11 Plan of Reorganization of All Year Holdings Limited*, dated May 31, 2022 [ECF No. 124] (as amended on July 15, 2022 [ECF No. 151] and July 20, 2022 [ECF No. 158], as supplemented on September 14, 2022 [ECF No. 215], November 4, 2022 [ECF No. 257], and December 9, 2022 [ECF No. 290], and as may be further modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Disclosure Statement**”), each as amended, modified, or supplemented, as applicable. References herein to the Plan or the Disclosure Statement refer to such documents as amended, modified, and/or supplemented.

2. The deadline to submit responses or objections to confirmation of the Plan, which was previously set as January 6, 2023, at 5:00 p.m. (Eastern Time), is extended to **5:00 p.m. on January 10, 2023.**

3. The Debtor and its agents are authorized to take all actions necessary or appropriate to give effect to this Order.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2023
New York, New York

HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE